

E-File: January 20, 2010

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**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF NEVADA**

In re:  
 THE RHODES COMPANIES, LLC, aka  
 "Rhodes Homes," et al.,<sup>1</sup>  
 Debtors.

Case No.: BK-S-09-14814-LBR  
 (Jointly Administered)

Chapter 11

HEARING

DATE: January 21, 2010

TIME: 9:30 a.m.

PLACE: Courtroom 1

Affects:

- ☒ All Debtors  
☐ Affects the following Debtor(s)

<sup>1</sup> The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20, LLC (Case No. 09-14848); Tuscany Acquisitions IV, LLC (Case No. 09-14849); Tuscany Acquisitions III, LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No.

**STATUS AND AGENDA FOR JANUARY 21, 2010 HEARING**

**AT 9:30 A.M.**

***1. Amended Chapter 11 Plan Second Amended Modified Plan [Rhodes Docket No. 797]***

**Related Filings:**

- A. *Disclosure Statement for the Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code for the Rhodes Companies, LLC, et al* [Rhodes Docket No. 501]
- B. *Chapter 11 Plan of Reorganization #1* [Rhodes Docket No. 502]
- C. *Notice of Hearing on Disclosure Statement for the Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code for the Rhodes Companies, LLC, et al.* [Rhodes Docket No. 504]
- D. *Certificate of Service* Filed by Nile Leatham for Docket Entries 501, 502, 503 and 504 [Rhodes Docket No. 508]
- E. *Certificate of Service* Filed by Zachariah Larson for Docket Entries 501, 502, 503 and 504 [Rhodes Docket No. 510]
- F. *Certificate of Service* Filed by Nile Leatham for Docket Entry 504 [Rhodes Docket No. 519]
- G. *Objection to Disclosure Statement and Sufficiency of Disclosure Statement for the Plan of Reorganization for the Rhodes Companies LLC Pursuant to Chapter 11 of the US Bankruptcy Code* [Rhodes Docket No. 617]
- H. *Notice of Filing of Verification of Publication in the Las Vegas Review Journal and the Las Vegas Sun* [Rhodes Docket No. 618]
- I. *Amended Chapter 11 Plan Number First Amended Plan* [Rhodes Docket No. 649]
- J. *First Amended Disclosure Statement for the First Amended Plan of Reorganization* [Rhodes Docket No. 650]
- K. *Amended Chapter 11 Plan Number (REDLINED First Amended)* [Rhodes Docket No. 651]
- L. *(REDLINED) First Amended Disclosure Statement for First Amended Plan of*

09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, L.L.C. (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

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*Reorganization* [Rhodes Docket No. 652]

- M. *Certificate of Service* for Docket entries 649, 650, 651 and 652 [Rhodes Docket No. 653]
- N. *Reply of the First Lien Steering Committee to (I) Certain Issues Raised Sua Sponte by the Bankruptcy Court with Respect to Sufficiency of Disclosure Statement and (II) Stanley Consultants, Inc.'s Objection to Sufficiency of Disclosure Statement* [Rhodes Docket No. 663]
- O. *Certificate of Service* for Docket Entry No. 663 [Rhodes Docket No. 664]
- P. *Transcript* regarding Hearing Held on 10/30/09 [Rhodes Docket No. 688]
- Q. *Second Amended Disclosure Statement for the Second Amended Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code for the Rhodes Companies, LLC, et al.* [Rhodes Docket No. 713]
- R. *Redline of the First/Second Amended Disclosure Statement for the First/Second Amended Plan of Reorganization Pursuant to chapter 11 of the United States Bankruptcy Code for the Rhodes Companies, LLC, et al.* [Rhodes Docket No. 714]
- S. *Amended Chapter 11 Plan Number Second Amended* [Rhodes Docket No. 715]
- T. *Redline of First/Second Amended Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code for the Rhodes Companies, LLC, et al.* [Rhodes Docket No. 716]
- U. *Notice of Filing of Amended Exhibit "A" to Motion of the First Lien Steering Committee for Entry of an Order (A) Approving the Adequacy of the First Lien Steering Committee's Disclosure Statement; (B) Approving Solicitation and Notice Materials With Respect to Confirmation of Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates With Respect Thereto* [Rhodes Docket No. 717]
- V. *Notice (Redlined) of Filing of Amended Exhibit "A" to Motion of the First Lien Steering Committee for Entry of an Order (A) Approving the Adequacy of the First Lien Steering Committee's Disclosure Statement; (B) Approving Solicitation and Notice Materials With Respect to Confirmation of Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates With Respect Thereto* [Rhodes Docket No. 719]
- W. *Second Amended Modified Disclosure Statement for the Second Amended Modified Plan of Reorganization (without Exhibits)* (Entered: 11/23/2009) [Rhodes Docket No. 774]
- X. *Amended Chapter 11 Plan Number* [Second Amended Modified Plan] Entered: 11/23/2009 [Rhodes Docket No. 775]

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- 1 Y. *(REDLINED pages only) Second Amended Modified Disclosure Statement for*  
2 *the Second Amended Modified Plan of Reorganization (Attachments: # (1) Part*  
3 *2 of Redlined Second Amended Disclosure Statement [Rhodes Docket No. 776]*
- 4 Z. *Amended Chapter 11 Plan Number [REDLINED pages only-Second Amended*  
5 *Modified Plan] [Rhodes Docket No. 777]*
- 6 AA. *Second Amended Modified Disclosure Statement for the Second Amended*  
7 *Modified Plan of Reorganization Pursuant to Chapter 11 of the United States*  
8 *Bankruptcy Code for the Rhodes Companies, LLC, et al. [Rhodes Docket No.*  
9 *798]*
- 10 BB. *Certificate of Service for Docket Entries 797 and 798 [Rhodes Docket No. 799]*
- 11 CC. *Order (A) Approving the Adequacy of the First Lien STEERING*  
12 *COMMITTEE'S Disclosure Statement; (B) Approving Solicitation and Notice*  
13 *Procedures with Respect to Confirmation of the First Lien STEERING*  
14 *COMMITTEE'S Proposed Plan of Reorganization; (C) Approving the Form of*  
15 *Various Ballots and Notices in Connection Therewith; and (D) Scheduling*  
16 *Certain Dates with Respect Thereto [Re: Docket No. 503] [Rhodes Docket No.*  
17 *809]*
- 18 DD. *Notice of Entry of Order (A) Approving the Adequacy of the First Lien Steering*  
19 *Committee's Disclosure Statement; (B) Approving Solicitation and Notice*  
20 *Procedures With Respect to Confirmation of the First Lien Steering*  
21 *Committee's Proposed Plan of Reorganization; (C) Approving the Form of*  
22 *Various Ballots and Notices in Connection Therewith; and (D) Scheduling*  
23 *Certain Dates With Respect Thereto [Re: Docket No. 503] [Rhodes Docket No.*  
24 *819]*
- 25 EE. *Certificate of Service for Docket Entry 819 [Rhodes Docket No. 820]*
- 26 FF. *Certificate of Service of Plan Solicitation Documents-Ballot Classes [Rhodes*  
27 *Docket No. 822]*
- 28 GG. *Certificate of Service (and various Notice and Letters to 2002 List)[Rhodes*  
*Docket No. 823]*
- HH. *Certificate of Service (of Non-Voting Status & Notice) [Rhodes Docket No.*  
*824]*
- II. *Certificate of Service (Notice of Non-Voting Status w/Respect to Disputed*  
*Claims) [Rhodes Docket No. 825]*
- JJ. *Certificate of Service of Plan Solicitation Documents-All Creditors [Rhodes*  
*Docket No. 826]*
- KK. *Conditional Objection to Chapter 11 Plan [Rhodes Docket No. 895]*
- LL. *Certificate of Service of Docket Entry 895 [Rhodes Docket No. 896]*

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- 1 MM. *Limited Response to Second Amended Modified Plan of Reorganization*  
2 *Pursuant to Chapter 11 of the Bankruptcy Code for the Rhodes Companies,*  
3 *LLC, et al* [Rhodes Docket No. 899]
- 4 NN. *Certificate of Service* for Docket Entry No. 899 [Rhodes Docket No. 900]
- 5 OO. *Amended Certificate of Service* for Docket Entry 900 [Rhodes Docket No. 906]
- 6 PP. *Notice of Disclosure of Directors and Officers Pursuant to 11 U.S.C. §*  
7 *1129(A)(5) for Second Amended Modified Plan of Reorganization Pursuant to*  
8 *Chapter 11 of the Bankruptcy Code for the Rhodes Companies, LLC, et al.*  
9 [Rhodes Docket No. 911]
- 10 QQ. *Brief (First Lien Steering Committee's Memorandum of Law in Support of*  
11 *Confirmation of the Second Amended Modified Plan of Reorganization*  
12 *Pursuant to Chapter 11 of the Bankruptcy Code for the Rhodes Companies,*  
13 *LLC, et al.)* [Rhodes Docket No. 912]
- 14 RR. *Declaration Of: Richard Dix in Support of Confirmation of the Second*  
15 *Amended Modified Plan of Reorganization Pursuant to Chapter 11 of the*  
16 *Bankruptcy Code for the Rhodes Companies, LLC, et al* [Rhodes Docket No.
- 17 913]
- 18 SS. *Declaration Of: Brian Osborne Certifying Tabulation of Ballots Regarding*  
19 *Vote on Second Amended Modified Plan of Reorganization Pursuant to*  
20 *Chapter 11 of the Bankruptcy Code for the Rhodes Companies, LLC* [Rhodes
- 21 Docket No. 914]
- 22 TT. *Certificate of Service (Related document(s)[911] Notice filed by Creditor*  
23 *Steering Committee of Senior Secured Lenders, [912] Brief filed by Creditor*  
24 *Steering Committee of Senior Secured Lenders, [913] Declaration filed by*  
25 *Creditor Steering Committee of Senior Secured Lenders, [914]* [Rhodes Docket
- 26 No. 915]
- 27 UU. *Notice of Withdrawal of Limited Response to Second Amended Modified Plan*  
28 *of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code for the*  
*Rhodes Companies, LLC, et al* [Rhodes Docket No. 925]
- VV. *Certificate of Service* for Docket Entry 925 [Rhodes Docket No. 926]
- WW. *Amended Declaration Of: Brian Osborne Certifying Tabulation of Ballots*  
*Regarding Vote on Second Amended Modified Plan of Reorganization Pursuant*  
*to Chapter 11 of the Bankruptcy Code for the Rhodes Companies, LLC* [Rhodes
- XX. *Notice of Filing of Amended Declaration of Brian Osborne Certifying*  
*Tabulation of Ballots Regarding Vote on Second Amended Modified Plan of*  
*Reorganization Pursuant to Chapter 11 of the Bankruptcy Code for the Rhodes*  
*Companies, LLC* [Rhodes Docket No. 930]
- YY. *Amended Certificate of Service (to Ballot Parties)* [Rhodes Docket No. 931]

1 ZZ. Amended Certificate of Service (*to 2002 Parties*) [Rhodes Docket No. 932]

2 AAA. *Proposed Findings of Fact, Conclusions of Law, and Order Confirming the*  
3 *First Lien Steering Committee's Second Amended Modified Plan of*  
4 *Reorganization Pursuant to Chapter 11 of the Bankruptcy Code for the Rhodes*  
5 *Companies, LLC* [Rhodes Docket No. 933]

6 BBB. *Certificate of Service* for Docket Entry 929 [Rhodes Docket No. 934]

7 CCC. *Notice of Non-Opposition to the Amended Ballot Report and Confirmation of*  
8 *Plan for Reorganization for Rhodes Companies, LLC* [Rhodes docket No. 937]

9 DDD. *Certificate of Service* for Docket Entry No. 937 [Rhodes Docket No. 938]

10 EEE. *Objection to Reduction in Valuation of Claims for Purposes of Tabulation*  
11 [Rhodes Docket No. 942]

12 **STATUS:** This matter will be going forward.

13 Dated: January 19, 2010

LARSON & STEPHENS

14 /s/Zachariah Larson

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18 –and –

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